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Administrative Agent for the Debtors and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**SECOND AND FINAL FEE APPLICATION OF KURTZMAN CARSON
CONSULTANTS, LLC AS ADMINISTRATIVE AGENT FOR THE DEBTORS FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM MAY 14, 2012 THROUGH DECEMBER 17, 2013**

**SUMMARY SHEET PURSUANT TO UNITED STATES
TRUSTEE GUIDELINES FOR REVIEWING
APPLICATIONS FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

FIFTH AND FINAL APPLICATION

Name of Applicant:	Kurtzman Carson Consultants LLC
Authorized to Provide Professional Services to:	Residential Capital, LLC, <i>et al.</i> (collectively, the “Debtors”)
Date of Retention:	Order entered on July 17, 2012 retaining Applicant <i>nunc pro tunc</i> to May 14, 2012
Second Application Period:	September 1, 2013 through December 17, 2013
	Total Fees Incurred: \$118,366.50
	Total Fees Requested: \$118,366.50
	Total Expenses Requested: \$0.00
	Total Fees & Expenses Requested: \$118,366.50
Final Period:	May 14, 2012 through December 17, 2013
	Total Fees Incurred: \$212,440.50
	Total Fees Requested: \$212,440.50
	Total Expenses Incurred: \$0.00
	Total Expenses Requested: \$0.00
	Total Fees & Expenses Requested: \$212,440.50
Total Compensation and Expenses Previously Requested:	\$94,074.00
Total Compensation and Expenses Previously Awarded:	\$94,074.00

Summary of Previous Interim Applications:

Fee Application & Period Covered	Fees Requested (as indicated in Fee Order)	Fees Allowed	Expenses Requested	Expenses Allowed	Date Entered & Docket No. of Fee Order	Total Requested (as indicated in Fee Order)	Total Allowed
First 5/14/2012 – 8/31/2012	\$94,074.00	\$94,074.00	\$0.00	\$0.00	12/28/2012 [Dkt. No. 2530]	\$94,074.00	\$94,074.00
TOTAL	\$94,074.00	\$94,074.00	\$0.00	\$0.00	--	\$94,074.00	\$94,074.00

Remaining 10% Holdback Amount for First Interim Fee Period: \$9,407.40

Total Holdback Amount Sought for Final Application Period: \$9,407.40

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Administrative Agent for the Debtors and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**SECOND AND FINAL FEE APPLICATION OF KURTZMAN CARSON
CONSULTANTS, LLC AS ADMINISTRATIVE AGENT FOR THE DEBTORS FOR
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM MAY 14, 2012 THROUGH DECEMBER 17, 2013**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

Kurtzman Carson Consultants LLC (“**KCC**” or “**Applicant**”), administrative agent to Residential Capital, LLC, *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), hereby submits this Second and Final Fee Application (the “**Final Application**”) pursuant to section 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”) for (a) allowance of compensation for professional

services rendered by KCC and reimbursement of actual and necessary expenses incurred for the period from September 1, 2013 through December 17, 2013 (the “**Second Application Period**”) and (b) final allowance of compensation for professional services rendered by KCC and reimbursement of actual and necessary expenses incurred for the period from May 14, 2012 through December 17, 2013 (the “**Final Application Period**”). In support of this Final Application, KCC respectfully states as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over the Final Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and the Final Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1. This Application has been prepared in accordance with General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, effective as of January 29, 2013 (the “**Local Guidelines**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. Following the Petition Date, the Debtors managed and operated their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases (the “**Chapter 11 Cases**”).

4. On May 16, 2012, the U.S. Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors [Docket No. 102] (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner (the “**Examiner**”). On July 27, 2012, the Court entered an *Order Approving Scope of Investigation of Arthur J. Gonzalez, Examiner* [Docket No. 925], including the issuance of a report (the “**Examiner’s Report**”). On May 13, 2013, the Examiner filed the Examiner’s Report under seal [Docket Nos. 3677, 3697]. On June 26, 2013, the Examiner’s Report was unsealed and made available to the public [Docket No. 4099].

6. On October 23, 2012 and October 24, 2012, the Debtors successfully conducted an auction for the sale of the servicing and origination platform (the “**Platform Sale**”) to Ocwen Loan Servicing, LLC (“**Ocwen**”) for \$3 billion. On October 25, 2012, the Debtors conducted an auction for the sale of their whole loan portfolio assets (the “**Whole Loan Sale**”) to Berkshire Hathaway Inc. (“**Berkshire**”) for \$1.5 billion.

7. At a hearing held on November 19, 2012, the Court approved the Sale Motion¹ on the record. On November 21, 2012, the Court entered orders approving the Platform Sale (which incorporated the sale and assignment of certain of the servicing and original platform assets to Walter Investment Management Corporation (“**Walter**”)) and the Whole Loan Sale (collectively, the “**Asset Sales**”) [Docket Nos. 2246 and 2247]. The transactions comprising the Debtors’ Platform Sale closed in two parts: a sale to Walter that closed on January 31, 2013, and a sale to Ocwen that closed on February 15, 2013. The Debtors’ Whole Loan Sale to Berkshire closed on February 5, 2013.

8. On December 26, 2012, the Court entered an order approving the appointment of the Honorable Judge James M. Peck as mediator (the “**Mediator**”) to assist the plan negotiations process for an initial term through and including February 28, 2013 [Docket No. 2519]. Mediation commenced shortly after the Mediator was appointed. On March 5, 2013, the Court *sua sponte* extended the appointment of the Mediator through and including May 31, 2013 [Docket No. 3101], and on June 4, 2013, the Court further extended such appointment until October 31, 2013 [Docket No. 3877]. On April 22 and 23, 2013, parties in interest attended an initial mediation “summit” with the Mediator, the Debtors’ CRO (defined below) and advisors and/or business level leaders of each of the Debtors’ major claimant constituencies to provide a structure in which these parties could resolve complex legal issues and develop a consensual Chapter 11 plan.

¹ Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f) and (m), 365 and 1123 and Fed R. Bankr. P. 2002, 6004, 6006 and 9014 for Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Hearing and Sale Deadline; (III) Approving Form and Manner of Notice Thereof and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61] (the “**Sale Motion**”).

9. Following the Court's orders extending and further extending the Debtors' exclusive period to file a chapter 11 plan [Docket Nos. 1413, 2489], on February 22, 2013, the Court entered a bridge order to continue the extension of the Debtors' exclusive period [Docket No. 3007]. The Court subsequently entered orders during the Application Period further extending the Debtors' exclusive period to file a plan [Docket Nos. 3102, 3440, 3634, 3919, 3958], extending this period through and including August 21, 2013. Pursuant to the Court's latest order, the Plan Proponents (defined below) had the exclusive right to solicit votes on the Plan through and including October 21, 2013.

10. On March 5, 2013, the Court entered an *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], pursuant to which Lewis Kruger was appointed as the Debtors' Chief Restructuring Officer ("CRO").

11. On June 26, 2013, the Court entered an order authorizing the Debtors to enter into and perform under a plan support agreement (the "PSA") by and among the Debtors, Ally, the Creditors' Committee, and certain consenting claimants [Docket No. 4098].

12. On July 3, 2013, the Debtors and the Creditors' Committee (together, the "**Plan Proponents**") filed the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4153] (as amended, the "**Plan**") and the *Disclosure Statement for the Joint Chapter 11 Plan of Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4157] (as amended, the "**Disclosure Statement**"). On August 20, 2013, the Debtors filed with the Court the *Revised Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4770]. On August 23, 2013, the Debtors filed with the Court the

Corrected Solicitation Version of the Disclosure Statement and Joint Chapter 11 Plan [Docket No. 4819]. On August 23, 2013, the Court entered an order approving, *inter alia*, the Disclosure Statement, as amended, and authorizing the Plan Proponents to solicit acceptances of the Plan [Docket No. 4809]. On November 13, 2013, the Debtors filed with the Court the *First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 5722]. On November 18, 2013, the Debtors filed with the Court the *Revised First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 5854]. On December 3, 2013, the Debtors filed with the Court the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and (II) Blacklines of Second Amended Joint Chapter 11 Plan* [Docket No. 5993]. On December 6, 2013, the Debtors filed with the Court the *Revised Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and (II) Blackline of Changed Pages in Revised Second Amended Joint Chapter 11 Plan* [Docket No. 6030].

13. On October 11, 2013, the Plan Proponents filed Exhibit 2 through Exhibit 21 comprising the plan supplement to the Plan (as amended, the “**Plan Supplement**”). On October 29, 2013, the Plan Proponents filed the schedule of certain contracts and unexpired leases (as amended, the “**Assumption Schedule**”) as Exhibit 1 comprising the Plan Supplement. Pursuant to the Plan, the Plan Proponents have since amended and/or supplemented certain Exhibits of the Plan Supplement.

14. Commencing on October 15, 2013, the Court presided over a trial during which the Debtors and the Creditors’ Committee litigated certain “Phase I” issues raised in their

respective adversary proceeding complaints (the “**JSN Adversary Proceedings**”) against holders of junior secured notes (the “**JSNs**”). The Phase I trial was substantially complete by October 25, 2013, subject to post-trial briefing due on November 1, 2013 and closing arguments presented on November 6, 2013. On November 15, 2013, the Court entered the *Memorandum Opinion, and Findings of Fact and Conclusions of Law, After Phase I Trial* [Docket No. 5772].

15. A hearing to consider confirmation of the Plan and Phase II of the JSN Adversary Proceedings began on November 19, 2013 and continued through November 26, 2013, with closing arguments heard on December 11, 2013 (the “**Confirmation Hearing**”). On December 11, 2013, the Court entered the *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* [Docket No. 6065] (the “**Confirmation Order**”) approving the terms of the Plan, as amended, filed in these Chapter 11 Cases. On December 17, 2013, the Effective Date (as such term is defined in the Plan) of the Plan occurred, and, among other things, the Liquidating Trust and Borrower Claims Trust (as such terms are defined in the Plan) were established [Docket No. 6137].

B. Applicant’s Retention

16. On July 17, 2012, the Court entered its Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent, *Nunc Pro Tunc* to the Petition Date [Docket No. 798] approving Applicant’s retention (the “**Retention Order**”).

17. The Retention Order authorized KCC to provide the Debtors with the following bankruptcy administrative services, if and to the extent requested (collectively, the “**Administrative Agent Services**”) pursuant to that certain Services Agreement entered into by and among the Debtors and KCC: (a) assist with the preparation of the Debtors’ Schedules of

Assets and Liabilities and Statement of Financial Affairs (“**Schedules and Statements**”); (b) tabulate votes and perform subscription services as may be requested or required in connection with any and all Plans filed by the Debtors and provide ballot reports and related balloting and tabulation services to the Debtors and their professionals; (c) generate an official ballot certification and testify, if necessary, in support of the ballot tabulation results; (d) perform such other administrative services in connection with the foregoing as may be requested by the Debtors that are not otherwise allowed under the Notice and Claims Agent Order (defined below). Administrative Agent Services in category (a) above are referred to herein as “**Schedules and Statements Services**” and Administrative Agent Services in categories (b) and (c) are referred to herein as “**Balloting and Tabulation Services**.”

KCC INTERIM AND FINAL COMPENSATION

18. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 797] (the “**Interim Compensation Order**”). Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to submit monthly invoices to the Debtors, counsel for the Creditors’ Committee, counsel for AFI, counsel for Barclays Bank PLC, and the U.S. Trustee (collectively, the “**Notice Parties**”) on or before the thirtieth day of each month following the end of the month for which compensation was sought. Absent objections from the parties listed above, or if such objections were resolved, following the twentieth day after receipt of the monthly fee statement by the parties listed above, KCC and the Debtors’ other retained professionals were entitled to be compensated by the Debtors for 80% of the fees and 100% of the expenses requested in their respective monthly fee statements..

19. On October 18, 2012, Applicant filed its first interim fee application covering the period from May 14, 2012 through August 31, 2012 (the “**First Interim Fee Application**”). The

First Interim Fee Application was granted pursuant to, and to the extent set forth in, the *Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses* [Docket No. 2530], which provided, among other things, that the fees allowed thereunder remained subject to a 10% holdback.

20. KCC has rendered services on behalf of the Debtors for the Second Application Period totaling 605.8 hours and \$118,366.50 in fees. In connection with the services provided during the Second Application Period, KCC requests allowance of interim compensation in the amount of \$118,366.50 and reimbursement of expenses in the amount of \$0.00.

21. On October 28, 2013, Applicant served its monthly invoice covering the period from September 1, 2013 through September 30, 2013 (the “**September Invoice**”) on the Notice Parties. On December 3, 2013, Applicant served its monthly invoice covering the period from October 1, 2013 through October 31, 2013 (the “**October Invoice**”) on the Notice Parties. On December 31, 2014, Applicant served its monthly invoice covering the period from November 1, 2013 through November 30, 2013 (the “**November Invoice**” and together with the September Invoice and the October Invoice, the “**Monthly Invoices**”) on the Notice Parties. As of the date hereof, Applicant had not received any objection to the Monthly Invoices.

22. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of Applicant’s internal task codes during the Final Application Period.

23. As of the date of this Final Application, pursuant to the terms of the Interim Compensation Order, Applicant has not yet received any payments for fees and expenses on account of the Monthly Invoices.

24. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of Applicant's practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Final Application Period, setting forth the name of each professional who rendered services during the Final Application Period, the aggregate time expended by each professional, the hourly billing rate for each professional at Applicant's current billing rates, and the individual amounts requested for each professional (the "**Billing Summary**").

25. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Invoices and are attached hereto collectively as Exhibit D.

26. The fees sought by this Application do not include any fees and disbursements that may be payable by the Debtors for services provided by KCC under the Court's Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 and Granting Related Relief [Docket No. 96] (the "**Notice and Claims Agent Order**"). Procedures for the payment of such fees and disbursements are separately addressed in the Notice and Claims Agent Order. Additionally, no fees and disbursements for services provided to the Debtors under the Administrative Agent Order are or will be sought to be paid under the Notice and Claims Agent Order.

27. Except as otherwise set forth herein, parties listed in paragraph (a) of the Interim Compensation Order will be furnished with a copy of this Final Application. All other parties that have filed a notice of appearance with the Clerk of this Court and requested notice of

pleadings in these Chapter 11 Cases shall be furnished with a notice of hearing on the final applications, with a right to receive copies of the final applications upon request.

COMPENSATION REQUESTED BY KCC

28. By this Final Application, KCC requests approval of its fees and expenses relating to professional services provided to the Debtors during the entirety of the Debtors' Chapter 11 Cases, including approval of fees for services rendered and expenses incurred during the Second Application Period, for which approval has not yet been received.

29. Specifically, KCC requests final allowance of (i) its fees for the Second Application Period in the aggregate amount of \$118,366.50 and reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$0.00, for a total award of \$118,366.50 (the "Second Period Compensation Amount"), and (ii) \$212,440.50 for the Final Application Period, of which \$212,440.50 is for professional services rendered and \$0.00 for reimbursement of actual and necessary expenses incurred by KCC during these Chapter 11 Cases, and which includes the Second Period Compensation Amount.

30. The fees sought by this Final Application reflect (i) an aggregate of 605.8 hours of time spent and recorded in performing services for the Debtors and their estates during the Second Application Period, and (ii) an aggregate of 967.6 hours of time for services rendered during the Final Application Period. The blended average hourly rate for professionals is \$195 during the Second Application Period and \$220 for the Final Application Period. KCC is only seeking compensation for services rendered to the Debtors in connection with these Chapter 11 Cases.

31. Pursuant to Article II, Section B of the Plan, "[a]ll final requests for Professional Claims must be Filed no later than seventy-five (75) days after the Effective Date." Plan at Art. II.B. This Final Application is being filed in accordance with the confirmed Plan.

32. As required by the Local Guidelines, a certification regarding Applicant's compliance with the Local Guidelines is attached hereto as Exhibit A.

33. For the convenience of this Court and all parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each internal KCC task code during the Second Application Period and the Final Application Period.

34. KCC maintains computerized records of the time expended in the rendering of the professional services required by the Debtor and their estates. These records are maintained in the ordinary course of KCC's practice. For the convenience of this Court and all parties in interest, the Billing Summary is attached hereto as Exhibit C.

35. There is no agreement or understanding between KCC and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

**SUMMARY OF PROFESSIONAL SERVICES
RENDERED DURING THE CHAPTER 11 CASES**

36. During the Final Application Period, KCC committed a team lead by a Senior Managing Consultant with extensive experience and expertise in Administrative Agent Services to assist the Debtors with preparation of their Schedules and Statements and Balloting and Tabulation Services. KCC's team worked closely with the Debtors and their representatives and counsel. As part of this commitment to the Debtors' chapter 11 cases, the KCC team was available to the Debtors and their counsel around the clock.

37. The Schedules and Statements services provided included compiling and preparing data for inclusion in the Debtors' Schedules and Statements and inputting such data into KCC's proprietary database. The case team also prepared drafts of the Schedules and

Statements and held numerous conference calls with the Debtors and their professionals regarding the preparation of the Schedules and Statements.

38. During the Second Application Period, KCC assisted the Debtors with the processing and review of ballots in connection with the solicitation of votes on the Plan. This work also included preparing voting reports and voting certifications and performing related administrative services in connection with and in furtherance of the Plan and the transactions contemplated by the Plan. All services were performed at the direction of and under supervision of the Debtors and their professionals. In connection with these services, KCC team members had numerous meetings and conferences with the Debtors' professionals.

39. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the Chapter 11 Cases. The time records attached hereto as part of Exhibit D and in the First Interim Application present more completely the work performed by Applicant in each billing category during the Application Period.

REASONABLE AND NECESSARY SERVICES RENDERED BY KCC

40. KCC respectfully submits that the professional services rendered by KCC on behalf of the Debtors during the Second Application Period and the Final Application Period were reasonable, necessary and appropriate to the administration of these Chapter 11 Cases and related matters.

41. As set forth in detail in Exhibit C of this Final Application, numerous KCC professionals expended 605.8 hours during the Second Application Period and 967.6 hours during the Final Application Period rendering professional services on behalf of the Debtors.

42. The fees charged by KCC in these Chapter 11 Cases are billed in accordance with the Services Agreement and its existing billing rates and procedures in effect during the respective fee application periods. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners for similar services in a competitive national market.

**KCC'S REQUESTED FEES AND REIMBURSEMENT OF
EXPENSES SHOULD BE ALLOWED BY THIS COURT**

43. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

44. In the instant case, KCC respectfully submits that the services for which it seeks compensation in this Final Application, which includes the Second Application Period, were necessary for and beneficial to the Debtors and were rendered in order to protect and preserve the value of the Debtors' estates during the pendency of these Chapter 11 Cases. KCC respectfully submits that the services rendered to the Debtors were performed economically, effectively and efficiently and the results obtained have benefited not only the Debtors, but also the unsecured creditor body as a whole. KCC further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors and all parties in interest.

45. In sum, the services rendered by KCC were necessary and beneficial to the Debtors and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, approval of the compensation sought herein is warranted.

NOTICE

46. KCC will provide a copy of this Final Application to: (a) the Liquidating Trust; (b) counsel to the Creditors' Committee; (c) the U.S. Trustee; and (d) counsel to AFI and Ally Bank.

NO PRIOR REQUEST

47. No prior application for the relief requested herein has been made to this Court or any other court.

WHEREFORE, KCC respectfully requests the Court enter an order:

(i) awarding on a final basis compensation for professional services rendered during the Second Application Period in the amount of \$118,366.50 and reimbursement for actual and

necessary expenses incurred by KCC during the Second Application Period in the amount of \$0.00;

(ii) awarding on a final basis aggregate fees in the amount of \$212,440.50, and aggregate expenses in the amount of \$0.00 for the Final Application Period, which includes the fees and expenses for the Second Application Period;

(iii) authorizing and directing payment by the Debtors of any remaining holdback amounts due and owing to KCC in connection with the First Interim Application (the “Remaining Holdback”);

(iv) approving and directing the Debtors’ payment of all allowed fees for services rendered and expenses incurred by KCC in connection with these Chapter 11 Cases that remain unpaid as of the date of entry of the Order;

(v) providing that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to KCC’s right to seek additional compensation for services performed and expenses incurred during these Chapter 11 Cases which were not processed at the time of this Final Application; and

(vi) granting KCC such other and further relief as is just and proper.

Dated: El Segundo, California
March 3, 2014

KURTZMAN CARSON CONSULTANTS LLC

By: /s/ Drake D. Foster
Drake D. Foster
2335 Alaska Avenue
El Segundo, California 90245
(310) 823-9000

Administrative Agent for the Debtors

EXHIBIT A

Drake D. Foster
KURTZMAN CARSON CONSULTANTS, LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (310) 776-7334
Facsimile: (310) 776-8334

Administrative Agent for the Debtors and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
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RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
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Debtors.)	Jointly Administered
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SECOND
AND FINAL FEE APPLICATION OF KURTZMAN CARSON CONSULTANTS LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Drake D. Foster, hereby certify that:

1. I am General Counsel of Kurtzman Carson Consultants LLC (“KCC”), administrative agent for Residential Capital, LLC, *et al.* (the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with *General Order M-447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of January 29, 2013* (the “**Local Guidelines**”), the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 (the “**UST Guidelines**” and, together with the Amended Local Guidelines, the “**Guidelines**”), and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 172] (the “**Interim Compensation Order**”), in connection with KCC’s application

for allowance of compensation for professional services rendered by KCC and reimbursement of actual and necessary expenses for the period from September 1, 2013 through December 17, 2013 (the “**Second Application Period**”) and (b) final allowance of compensation for professional services rendered by KCC and reimbursement of actual and necessary expenses incurred for the period from May 14, 2012 through December 17, 2013 (the “**Final Application Period**”), in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Final Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) although Firm is not seeking reimbursement of expenses, if any reimbursable services were to be reflected in the Final Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the U.S. Trustee and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month although, due to administrative limitations, such statements were not always provided within the timetables set forth in the Local Guidelines and the Interim Compensation Order.

5. In respect of Section B.3 of the Amended Local Guidelines, I certify that the Debtors, their attorneys, and the U.S. Trustee are each being provided with a copy of the Final Application.

6. I certify that any airfare for which reimbursement is sought under this Final Application was for a coach class or economy fare. In addition, I certify that cars and cabs taken to and/or from the Court by Applicant's professionals, when taken after 8:00 a.m. and before 8:00 p.m., were for the purpose of that professional's transportation of voluminous hearing materials.

Dated: El Segundo, California
March 3, 2014

KURTZMAN CARSON CONSULTANTS LLC

By: /s/ Drake D. Foster
Drake D. Foster
2335 Alaska Avenue
El Segundo, California 90245
(310) 823-9000

Administrative Agent for the Debtors

EXHIBIT B

Compensation By Matter for the Second Application Period

Project Category	Hours	Amount
Balloting and Tabulation Services	605.8	\$118,366.50
Total:		605.8 \$118,366.50

Compensation By Matter for the Final Application Period

Project Category	Hours	Amount
Schedules & SOFA Services	361.8	\$94,074.00
Balloting and Tabulation Services	605.8	\$118,366.50
Total:		967.6 \$212,440.50

EXHIBIT C
Billing Summary for the Second Application Period

Name	Initials	Position	Hours	Hourly Rate	Total
David Hartie	DHA	Senior Managing Consultant	45.3	\$390.00	\$17,667.00
Michael Paque	MJP	Senior Managing Consultant	0.2	\$295.00	\$59.00
Patrick Morrow	PJM	Senior Managing Consultant	136.4	\$295.00	\$40,238.00
Peter Walsh	PWA	Senior Managing Consultant	5.5	\$350.00	\$1,925.00
Sheryl Betance	SRB	Senior Managing Consultant	0.4	\$295.00	\$118.00
Gustavo Ruiz	GAR	Senior Consultant	9.5	\$260.00	\$2,470.00
Jeffrey Miller	JFM	Senior Consultant	3.9	\$275.00	\$1,072.50
Leticia Salas	LES	Senior Consultant	82.7	\$260.00	\$21,502.00
Vanessa Quinones	VRQ	Senior Consultant	0.5	\$225.00	\$112.50
Aljaira Duarte	AND	Consultant	2.3	\$180.00	\$414.00
Alvaro Salas	ASA	Consultant	2.8	\$200.00	\$560.00
Clarissa Cu	CDC	Consultant	17.7	\$200.00	\$3,540.00
Darlene Calderon	DSC	Consultant	1	\$220.00	\$220.00
Dylan Olsen	DRO	Consultant	2.5	\$180.00	\$450.00
Jeffrey Sellers	JEF	Consultant	17.4	\$160.00	\$2,784.00
Jenna Convoy	JEC	Consultant	6.8	\$220.00	\$1,496.00
Jennifer Goldman	JMG	Consultant	4.3	\$180.00	\$774.00
Josh Wilson	JCW	Consultant	4.8	\$220.00	\$1,056.00
Karen Wagner	KWA	Consultant	4.6	\$220.00	\$1,012.00
Melissa Membrino	MFM	Consultant	22.9	\$160.00	\$3,664.00
Ricardo Tejeda	RTE	Consultant	2	\$220.00	\$440.00
William Howard	WKH	Consultant	2.2	\$180.00	\$396.00
Kacie Tu	KOT	Technical Programming Consultant	8.9	\$165.00	\$1,468.50
Aimee Parel	AMP	Project Specialist	17.6	\$115.00	\$2,024.00
Marcedes Clanton	MLC	Project Specialist	18.3	\$115.00	\$2,104.50
Ross Bernstein	RIB	Project Specialist	9.9	\$80.00	\$1,162.00
Alberto Chachagua	ALC	Clerk	43.4	\$55.00	\$2,387.00
Felicia Turner	FJT	Clerk	1.1	\$55.00	\$60.50
Lashaun Kiles	LKI	Clerk	24.2	\$50.00	\$1,210.00
Paula Hernandez	PMH	Clerk	18.9	\$55.00	\$1,039.50
Raymundo Manjarrez	RMA	Clerk	3.8	\$60.00	\$228.00
Reyanna Burbank	REB	Clerk	11.5	\$55.00	\$632.50
Roxanne Sudario	ROS	Clerk	34.8	\$55.00	\$1,914.00
Stephanie Paranhos	SEP	Clerk	18.5	\$60.00	\$1,110.00
Sueae Misaalefua	SMI	Clerk	12	\$55.00	\$660.00
Tashina Jackson	TLJ	Clerk	7.2	\$55.00	\$396.00

Billing Summary for the Final Application Period

Name	Initials	Position	Hours	Hourly Rate	Total
Albert Kass	AHK	Senior Managing Consultant	15.9	\$295	\$4,690.50
Alison Tearnen	AMT	Senior Managing Consultant	69.9	\$295	\$20,620.50
Chris Schepper	CRS	Senior Managing Consultant	37.8	\$295	\$11,151.00
David Hartie	DHA	Senior Managing Consultant	45.3	\$390	\$17,667.00
Evan Gershbein	EJG	Senior Managing Consultant	21.5	\$295	\$6,342.50
Michael Paque	MJP	Senior Managing Consultant	0.2	\$295	\$59.00
Peter Walsh	PWA	Senior Managing Consultant	5.5	\$350	\$1,925.00
Sheryl Betance	SRB	Senior Managing Consultant	0.4	\$295	\$118.00
Gil Hopenstand	GHO	Senior Consultant	2.5	\$275	\$687.50
Gustavo Ruiz	GAR	Senior Consultant	9.5	\$260	\$2,470.00
Jeffrey Miller	JFM	Senior Consultant	3.9	\$275	\$1,072.50
Leticia Salas	LES	Senior Consultant	95.3	\$250	\$24,652.00
Patrick Morrow	PJM	Senior Consultant	261.1	\$250	\$71,413.00
Vanessa Quinones	VRQ	Senior Consultant	0.5	\$225	\$112.50
Aljaira Duarte	AND	Consultant	2.3	\$180	\$414.00
Alvaro Salas	ASA	Consultant	3.3	\$200	\$660.00
Clarissa Cu	CDC	Consultant	17.7	\$200	\$3,540.00
Darlene Calderon	DSC	Consultant	1	\$220	\$220.00
Dylan Olsen	DRO	Consultant	2.5	\$180	\$450.00
Jeffrey Sellers	JEF	Consultant	17.4	\$160	\$2,784.00
Jenna Convoy	JEC	Consultant	6.8	\$220	\$1,496.00
Jennifer Goldman	JMG	Consultant	4.3	\$180	\$774.00
Josh Wilson	JCW	Consultant	4.8	\$220	\$1,056.00
Karen Wagner	KWA	Consultant	4.6	\$220	\$1,012.00
Melissa Loomis	MEL	Consultant	54.7	\$220	\$12,034.00
Melissa Membrino	MFM	Consultant	22.9	\$160	\$3,664.00
Ricardo Tejeda	RTE	Consultant	2	\$220	\$440.00
William Howard	WKH	Consultant	2.2	\$180	\$396.00
Heidi Soto	HTS	Technical Programming Consultant	1.3	\$190	\$247.00
Kacie Tu	KOT	Technical Programming Consultant	8.9	\$165	\$1,468.50
Shamick Bindra	SBI	Technical Programming Consultant	20.4	\$190	\$3,876.00
Aimee Parel	AMP	Project Specialist	17.6	\$115	\$2,024.00
Marcedes Clanton	MLC	Project Specialist	18.3	\$115	\$2,104.50
Ross Bernstein	RIB	Project Specialist	9.9	\$80	\$1,162.00
Alberto Chachagua	ALC	Clerk	43.4	\$55	\$2,387.00
Felicia Turner	FJT	Clerk	1.1	\$55	\$60.50
Lashaun Kiles	LKI	Clerk	24.2	\$50	\$1,210.00

Name	Initials	Position	Hours	Hourly Rate	Total
Paula Hernandez	PMH	Clerk	18.9	\$55	\$1,039.50
Raymundo Manjarrez	RMA	Clerk	3.8	\$60	\$228.00
Reyanna Burbank	REB	Clerk	11.5	\$55	\$632.50
Roxanne Sudario	ROS	Clerk	34.8	\$55	\$1,914.00
Stephanie Paranhos	SEP	Clerk	18.5	\$60	\$1,110.00
Sueae Misaalefua	SMI	Clerk	12	\$55	\$660.00
Tashina Jackson	TLJ	Clerk	7.2	\$55	\$396.00

EXHIBIT D



October 28, 2013

Residential Capital, LLC
Tammy Hamzehpour, Esq.
1100 Virginia Drive
Fort Washington, PA 19034

Re: Residential Capital, LLC
USBC Case No. 12-12020

Dear Tammy Hamzehpour, Esq.:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period September 1, 2013 to September 30, 2013 in the amount of \$14,631.00 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 776-7377 or gmullins@kcellc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "G. Mullins", with a stylized flourish at the end.

Gerry Mullins
Chief Financial Officer

Enclosures



October 28, 2013

Copy Parties

Larren Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Jill Horner
Residential Funding Co., LLC
8400 Normandale Lake Blvd., Suite 350
Minneapolis, MN 55437

Kenneth Eckstein
Kramer Levin Naftallis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036

Tracy Hope Davis
Office of the United State Trustee
33 Whitehall St., 21 st Floor, Region 2
New York, NY 10004-2111

Kurtzman Carson Consultants LLC

Account Number	70109KCC	Invoice Date	October 28, 2013
Invoice Number	US_KCC592562	Due Date	Due upon receipt

Residential Capital, LLC

Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$14,631.00
Total of Hourly Fees	\$14,631.00
<u>Expenses</u>	
Expenses	\$0.00
Total Expenses	\$0.00
Total Invoice	\$14,631.00

----- Please detach and return this portion of the statement with your check to KCC. -----

Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70109KCC
Invoice Number US_KCC592562
Total Amount Due \$14,631.00
Amount Paid \$

Check Payments to:
Kurtzman Carson Consultants LLC
Dept CH 16639
Palatine, IL 60055-6639

Wire Payments to:
Kurtzman Carson Consultants LLC
HSBC Bank, NA
452 Fifth Avenue, New York, NY 10018
Account # 000183571
FED ABA # 021001088
ACH Routing # 022000020

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
ALC	Alberto Chachagua	CL	15.10	\$55.00	\$830.50
AMP	Aimee Parel	PS	3.90	\$115.00	\$448.50
DHA	David Hartie	SMC	6.70	\$390.00	\$2,613.00
JEC	Jenna Convoy	CON	2.00	\$220.00	\$440.00
LES	Leticia Salas	SC	11.10	\$260.00	\$2,886.00
LKI	Lashaun Kiles	CL	6.80	\$50.00	\$340.00
MFM	Melissa Membrino	CON	3.20	\$160.00	\$512.00
MLC	Mercedes Clanton	PS	0.90	\$115.00	\$103.50
PJM	Patrick Morrow	SMC	12.50	\$295.00	\$3,687.50
PMH	Paula Hernandez	CL	5.00	\$55.00	\$275.00
PWA	Peter Walsh	SMC	1.90	\$350.00	\$665.00
REB	Reyanna Burbank	CL	1.00	\$55.00	\$55.00
RIB	Ross Bernstein	PS	6.20	\$80.00	\$496.00
RMA	Raymundo Manjarrez	CL	0.50	\$60.00	\$30.00
ROS	Roxanne Sudario	CL	9.50	\$55.00	\$522.50
RTE	Ricardo Tejeda	CON	1.40	\$220.00	\$308.00
SEP	Stephanie Paranhos	CL	6.70	\$60.00	\$402.00
TLJ	Tashina Jackson	CL	0.30	\$55.00	\$16.50
Total					\$14,631.00

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/4/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/4/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10
9/4/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.20
9/4/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
9/4/2013	LES	Review and update system with ballot questions in anticipation of ballot review and tabulation	SC	Solicitation	0.70
9/4/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.30
9/4/2013	PJM	Review ballots input into KCC CaseView; prepare updates to ballot questions and database requirements; review materials re same	SMC	Solicitation	1.40
Total for 9/4/2013					3.10
9/5/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.20
9/5/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/5/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/5/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.20
9/5/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.40
9/5/2013	PJM	Review ballots input into KCC CaseView; administrative review of procedures and follow-up re same	SMC	Solicitation	0.80
Total for 9/5/2013					2.00
9/6/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.20
9/6/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/6/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.40
9/6/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/6/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.70
Total for 9/6/2013					2.00
9/9/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.80
9/9/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.90
9/9/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
9/9/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.50
9/9/2013	PJM	Review ballots input into KCC CaseView; correspondence re sample ballot packages and data; follow-up re same	SMC	Solicitation	1.10
Total for 9/9/2013					3.50
9/10/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/10/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.40
9/10/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	1.10
9/10/2013	REB	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/10/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/10/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.50
9/10/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
Total for 9/10/2013					3.00

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/11/2013	ROS	Retrieve ballots at the Post Office from Solicitation - Confirmation Hearing Notice (Matrix)	CL	Undeliverable Mail Processing	0.50
9/11/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.70
9/11/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	0.40
9/11/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	1.10
9/11/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.80
9/11/2013	ALC	Scan received ballots into KCC CaseView	CL	Document Processing	0.80
9/11/2013	ALC	Ballot pick at post office	CL	Document Processing	0.50
9/11/2013	MLC	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.90
9/11/2013	REB	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/11/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/11/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	1.00
9/11/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.50
9/11/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.30
9/11/2013	MFm	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	1.00
9/11/2013	PJM	Correspondence re ballots received to date and questionable ballots returned; review procedures and follow-up re same	SMC	Solicitation	1.20
9/11/2013	PJM	Review ballots input into KCC CaseView	SMC	Solicitation	0.40
9/11/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.40
Total for 9/11/2013					12.20
9/12/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/12/2013	ROS	Scan received ballots into KCC CaseView	CL	Document Processing	0.60
9/12/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.30
9/12/2013	ALC	Pick up ballots from the Post Office	CL	Document Processing	0.50
9/12/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
9/12/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.10
9/12/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/12/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.60
9/12/2013	RMA	Retrieve ballots from Post Office	CL	Undeliverable Mail Processing	0.50
9/12/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
9/12/2013	LES	Review ballots for Law Debenture Trust Company of New York and Wells Fargo Bank, N.A. as Separate Trustee and Trustee and submit them to Thomas Musarra	SC	Solicitation	0.60
9/12/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.80
9/12/2013	LES	Prepare Tabulation Report for internal review before submitting to MoFo	SC	Solicitation	1.40
9/12/2013	MFm	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.50
9/12/2013	PJM	Review draft ballot tabulation report; prepare comments and follow-up re same	SMC	Solicitation	0.60
9/12/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
Total for 9/12/2013					8.80
9/13/2013	ROS	Retrieve ballots at the Post Office	CL	Document Processing	2.60
9/13/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.50

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/13/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.40
9/13/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.50
9/13/2013	REB	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/13/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.50
9/13/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	1.00
9/13/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.30
Total for 9/13/2013					6.00
9/16/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.40
9/16/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.80
9/16/2013	SEP	Input received proofs of claim into KCC CaseView	CL	Document Processing	0.20
9/16/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
9/16/2013	PJM	Prepare for and attend conference call re RMBS balloting and voting data; follow-up re same	SMC	Solicitation	0.80
9/16/2013	PJM	Review ballots input into KCC CaseView; review ballots received with incomplete information; follow-up re same	SMC	Solicitation	0.70
9/16/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
9/16/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.80
Total for 9/16/2013					5.00
9/17/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	0.10
9/17/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/17/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.50
9/17/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.70
9/17/2013	DHA	Tabulation set up for Senior Secured and Junior Notes	SMC	Solicitation	2.20
9/17/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
9/17/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
9/17/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
9/17/2013	PJM	Review ballots input into KCC CaseView; review ballots received with incomplete information; follow-up re same	SMC	Solicitation	0.60
9/17/2013	PJM	Prepare ballot summary report; review results and prepare follow-up correspondence re same	SMC	Solicitation	1.40
9/17/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.70
Total for 9/17/2013					6.90
9/18/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/18/2013	ROS	Retrieve ballots at the Post Office	CL	Document Processing	1.50
9/18/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.60
9/18/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.80
9/18/2013	DHA	Format tabulation files for Senior and Junior Notes	SMC	Solicitation	2.20
9/18/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.30
9/18/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
9/18/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.30
9/18/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.80

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 9/18/2013					7.10
9/19/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
9/19/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.60
9/19/2013	DHA	Prepare tabulation files for Junior Notes	SMC	Solicitation	2.30
9/19/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/19/2013	MFm	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
9/19/2013	PJM	Review ballots input into KCC CaseView	SMC	Solicitation	0.40
9/19/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.10
Total for 9/19/2013					3.80
9/20/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.40
9/20/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
9/20/2013	PWA	Revise tabulation files to reflect debtor by debtor voting totals	SMC	Solicitation	1.90
9/20/2013	MFm	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.20
9/20/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.40
9/20/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.70
Total for 9/20/2013					4.60
9/23/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.20
9/23/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
9/23/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/23/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
9/23/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.20
Total for 9/23/2013					1.00
9/24/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.10
9/24/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.60
9/24/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.70
9/24/2013	JEC	Review Ballots Input into KCC Case View	CON	Solicitation	2.00
9/24/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.60
9/24/2013	REB	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/24/2013	RTE	Review ballots input into KCC CaseView	CON	Solicitation	1.30
9/24/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
9/24/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.20
9/24/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
9/24/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	1.20
9/24/2013	MFm	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.40
9/24/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
9/24/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.60
Total for 9/24/2013					9.50
9/25/2013	SEP	Review duplicate ballots to ensure accuracy of KCC CaseView	CL	Document Processing	0.20

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
9/25/2013	PJM	Review ballots input into KCC CaseView; prepare updates to ballot report template and summary table; follow-up re same	SMC	Solicitation	0.60
Total for 9/25/2013					0.80
9/26/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.70
9/26/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
9/26/2013	RTE	Review ballots input into KCC CaseView	CON	Solicitation	0.10
9/26/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/26/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.30
9/26/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.40
9/26/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.60
9/26/2013	LES	Prepare and submit ballot report to D. Harris (MoFo)	SC	Solicitation	0.90
9/26/2013	LES	Prepare RMBS Ballot mailing including formatting service list, reviewing document and performing quality checks	SC	Solicitation	0.60
9/26/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.20
9/26/2013	PJM	Prepare ballot summary report; review results and prepare follow-up correspondence re same	SMC	Solicitation	0.70
9/26/2013	PJM	Prepare for and attend conference call re voting procedures, results and preparation of additional ballots; review materials and follow-up re same	SMC	Case Administration / Maintenance	0.70
9/26/2013	RIB	Input received ballots into KCC CaseView	PS	Document Processing	0.50
Total for 9/26/2013					7.20
9/27/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
9/27/2013	TLJ	Scan received ballots into KCC CaseView	CL	Document Processing	0.30
9/27/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.40
9/27/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
9/27/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	1.10
9/27/2013	REB	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/27/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
9/27/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.60
9/27/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
9/27/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.30
Total for 9/27/2013					4.50
9/30/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.20
9/30/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
9/30/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.30
9/30/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
9/30/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
9/30/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.40
9/30/2013	LES	Review and prepare tracking sheet for all returned general unsecured ballots, specifically any party who elected into the convenience class	SC	Solicitation	0.90
9/30/2013	PJM	Correspondence re updates to ballot data per creditor requests; review claims data and voting data; follow-up re same	SMC	Solicitation	1.10

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
				<i>Total for 9/30/2013</i>	<i>3.70</i>
				<i>Total Hours</i>	<i>94.70</i>

Kurtzman Carson Consultants LLC

09/01/2013 - 09/30/2013

Expenses

Description

Units

Rate

Amount

Total Expenses



December 3, 2013

Residential Capital, LLC
Tammy Hamzehpour, Esq.
1100 Virginia Drive
Fort Washington, PA 19034

Re: Residential Capital, LLC
USBC Case No. 12-12020

Dear Tammy Hamzehpour, Esq.:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period October 1, 2013 to October 31, 2013 in the amount of \$80,215.50 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 776-7377 or gmullins@kcellc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "G. Mullins", with a stylized flourish at the end.

Gerry Mullins
Chief Financial Officer

Enclosures



December 3, 2013

Copy Parties

Larren Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Jill Horner
Residential Funding Co., LLC
8400 Normandale Lake Blvd., Suite 350
Minneapolis, MN 55437

Kenneth Eckstein
Kramer Levin Naftallis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036

Tracy Hope Davis
Office of the United State Trustee
33 Whitehall St., 21 st Floor, Region 2
New York, NY 10004-2111

Kurtzman Carson Consultants LLC

Account Number	70109KCC	Invoice Date	December 3, 2013
Invoice Number	US_KCC605287	Due Date	Due upon receipt

Residential Capital, LLC

Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$80,215.50
<i>Total of Hourly Fees</i>	\$80,215.50
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Total Invoice</i>	\$80,215.50

Please detach and return this portion of the statement with your check to KCC.

Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70109KCC

Invoice Number US_KCC605287

Total Amount Due \$80,215.50

Amount Paid \$

Check Payments to:

Kurtzman Carson Consultants LLC

Dept CH 16639

Palatine, IL 60055-6639

Wire Payments to:

Kurtzman Carson Consultants LLC

HSBC Bank, NA

452 Fifth Avenue, New York, NY 10018

Account # 000183571

FED ABA # 021001088

ACH Routing # 022000020

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
ALC	Alberto Chachagua	CL	28.20	\$55.00	\$1,551.00
AMP	Aimee Parel	PS	13.50	\$115.00	\$1,552.50
AND	Aljaira Duarte	CON	2.30	\$180.00	\$414.00
ASA	Alvaro Salas	CON	2.00	\$200.00	\$400.00
CDC	Clarissa Cu	CON	17.10	\$200.00	\$3,420.00
DHA	David Hartie	SMC	34.20	\$390.00	\$13,338.00
DRO	Dylan Olsen	CON	2.50	\$180.00	\$450.00
FJT	Felicia Turner	CL	1.10	\$55.00	\$60.50
GAR	Gustavo Ruiz	SC	9.50	\$260.00	\$2,470.00
JCW	Josh Wilson	CON	4.80	\$220.00	\$1,056.00
JEC	Jenna Convoy	CON	3.10	\$220.00	\$682.00
JEF	Jeffrey Sellers	CON	17.40	\$160.00	\$2,784.00
JFM	Jeffrey Miller	SC	3.90	\$275.00	\$1,072.50
JMG	Jennifer Goldman	CON	4.30	\$180.00	\$774.00
KOT	Kacie Tu	TPC	8.00	\$165.00	\$1,320.00
KWA	Karen Wagner	CON	4.60	\$220.00	\$1,012.00
LES	Leticia Salas	SC	57.60	\$260.00	\$14,976.00
LKI	Lashaun Kiles	CL	17.00	\$50.00	\$850.00
MFM	Melissa Membrino	CON	16.90	\$160.00	\$2,704.00
MLC	Mercedes Clanton	PS	14.60	\$115.00	\$1,679.00
PJM	Patrick Morrow	SMC	71.70	\$295.00	\$21,151.50
PMH	Paula Hernandez	CL	13.90	\$55.00	\$764.50
PWA	Peter Walsh	SMC	3.50	\$350.00	\$1,225.00
REB	Reyanna Burbank	CL	6.40	\$55.00	\$352.00
RIB	Ross Bernstein	CON	3.70	\$180.00	\$666.00
RMA	Raymundo Manjarrez	CL	2.80	\$60.00	\$168.00
ROS	Roxanne Sudario	CL	22.40	\$55.00	\$1,232.00
RTE	Ricardo Tejeda	CON	0.60	\$220.00	\$132.00
SEP	Stephanie Paranhos	CL	8.00	\$60.00	\$480.00
SMI	Sueae Misaalefua	CL	11.50	\$55.00	\$632.50
SRB	Sheryl Betance	SMC	0.40	\$295.00	\$118.00
TLJ	Tashina Jackson	CL	4.00	\$55.00	\$220.00
VRQ	Vanessa Quinones	SC	0.50	\$225.00	\$112.50
WKH	William Howard	CON	2.20	\$180.00	\$396.00

Total ***\$80,215.50***

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/1/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.70
10/1/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
10/1/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.50
10/1/2013	LES	Create ballot tracking sheet and perform administrative review of all general unsecured ballots re convenience election	SC	Solicitation	2.30
10/1/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
10/1/2013	PJM	Review ballots input into KCC CaseView; review list of parties elected to convenience class	SMC	Solicitation	0.70
10/1/2013	PJM	Prepare ballot detail and ballot summary report; review materials and follow-up re same	SMC	Solicitation	0.80
Total for 10/1/2013					5.20
10/2/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.60
10/2/2013	ROS	Scan received ballots into KCC CaseView	CL	Document Processing	1.00
10/2/2013	TLJ	Scan received ballots into KCC CaseView	CL	Document Processing	0.40
10/2/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	1.20
10/2/2013	RIB	Input received ballots into KCC CaseView	CON	Document Processing	1.00
10/2/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
10/2/2013	CDC	Review ballots input into KCC CaseView; Import corrected/revised ballots into KCC CaseView	CON	Solicitation	1.20
10/2/2013	JEC	Review Ballots Input into KCC Case View	CON	Solicitation	1.10
10/2/2013	KOT	Rescap - Removal of Ballot histories per incident #26716 as requested by CDC	TPC	Case Administration / Maintenance	0.20
10/2/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	2.20
10/2/2013	REB	Scan received ballots into KCC CaseView	CL	Document Processing	0.80
10/2/2013	RTE	Review ballots input into KCC CaseView	CON	Solicitation	0.30
10/2/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.10
10/2/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	1.50
10/2/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.50
10/2/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	1.90
10/2/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	1.30
10/2/2013	PJM	Prepare updates to voting amount spreadsheet and voting report per request of Assured Guaranty; prepare ballots and follow-up re same	SMC	Solicitation	0.60
10/2/2013	PJM	Correspondence with counsel to Ally re updated ballots and service; follow-up re same	SMC	Case Administration / Maintenance	0.40
Total for 10/2/2013					19.30
10/3/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
10/3/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.80
10/3/2013	RIB	Input received ballots into KCC CaseView	CON	Document Processing	0.40
10/3/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	2.00
10/3/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.80
10/3/2013	RTE	Review ballots input into KCC CaseView	CON	Solicitation	0.30
10/3/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.60
10/3/2013	SEP	Review duplicate ballots to ensure accuracy of KCC CaseView	CL	Document Processing	0.10

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/3/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.70
10/3/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.20
10/3/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.70
10/3/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
10/3/2013	PJM	Review ballots input into KCC CaseView; follow-up re duplicative ballots received to date	SMC	Solicitation	0.30
Total for 10/3/2013					7.30
10/4/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.20
10/4/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10
10/4/2013	ALC	Scan received ballots into KCC CaseView	CL	Document Processing	0.80
10/4/2013	ALC	Scan received ballots into KCC CaseView	CL	Document Processing	0.30
10/4/2013	ALC	Ballot pick up from Post Office	CL	Document Processing	0.50
10/4/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.20
10/4/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.10
10/4/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
10/4/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.30
10/4/2013	LES	Prepare and submit updated ballot tabulation report to D. Harris and M. Talarico	SC	Solicitation	1.50
10/4/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
10/4/2013	PJM	Prepare updated ballot report and summary report; prepare list of securities indemnification ballots for review; follow-up re same	SMC	Solicitation	1.10
Total for 10/4/2013					5.30
10/6/2013	PJM	Correspondence re updated ballot report; review details and prepare follow-up correspondence re same	SMC	Solicitation	0.80
Total for 10/6/2013					0.80
10/7/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.60
10/7/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.30
10/7/2013	RIB	Input received ballots into KCC CaseView	CON	Document Processing	0.10
10/7/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.70
10/7/2013	DHA	Provide record date information from DTC and Broadridge to D Harris of MoFo re determination of number of underlying holders, calls with D Harris re same	SMC	Solicitation	0.80
10/7/2013	RMA	Retrieve Ballots from Post Office	CL	Undeliverable Mail Processing	0.80
10/7/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.50
10/7/2013	PJM	Correspondence re voting data and materials for SUNs; review and follow-up re same	SMC	Solicitation	0.30
10/7/2013	PJM	Administrative quality control review of ballots and related claims; prepare updates to RMBS data; follow-up re same	SMC	Solicitation	1.20
Total for 10/7/2013					5.30
10/8/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.20
10/8/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.60

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/8/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.50
10/8/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/8/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
10/8/2013	LES	Review and coordinate Wells Fargo Ballots including formatting service list, reviewing document and performing quality checks	SC	Claims Analysis	1.50
10/8/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.80
10/8/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
10/8/2013	PJM	Prepare for and attend conference call re updated ballots for omnibus related and stipulated claims; review materials and follow-up re same	SMC	Solicitation	1.60
Total for 10/8/2013					5.70
10/9/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
10/9/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.10
10/9/2013	ALC	Ballot pick up from Post Office	CL	Document Processing	0.50
10/9/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/9/2013	SEP	Review duplicate ballots to ensure accuracy of KCC CaseView	CL	Document Processing	0.10
10/9/2013	RMA	Retrieving ballots from Post Office	CL	Undeliverable Mail Processing	0.70
10/9/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.10
10/9/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.20
10/9/2013	PJM	Review ballots input into KCC CaseView; prepare report of ballots filed by Ally; follow-up re same	SMC	Solicitation	1.20
Total for 10/9/2013					3.20
10/10/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	0.20
10/10/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.70
10/10/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.30
10/10/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.40
10/10/2013	CDC	Prepare and review ballot report and generate preliminary ballot report for circulation	CON	Solicitation	0.30
10/10/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/10/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.20
10/10/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.60
10/10/2013	LES	Prepare and submit updated ballot tabulation report to D. Harris and M. Talarico	SC	Solicitation	0.50
10/10/2013	LES	Review all ballots returned by Ally and send confirmation email to M. Meltzer re same	SC	Solicitation	0.40
10/10/2013	LES	Review tabulation report to remove GS-4A - 12-12028, GS-4B - 12-12026, and GS-4B - 12-12027 from the report	SC	Solicitation	0.30
10/10/2013	LES	Email correspondence with D. Harris and M. Talarico re Class R-5 at GMAC Residential Holding Company, LLC ballot returned for Mario Montoya	SC	Communications / Call Center	0.30
10/10/2013	LES	Email correspondence with D. Harris re Wells Fargo Ballots and Claim Nos. 3581	SC	Communications / Call Center	0.30
10/10/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
10/10/2013	PJM	Correspondence re updates to voting data and ballot materials; review and prepare copies of ballots re same	SMC	Solicitation	0.80

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/10/2013	PJM	Prepare for and attend conference call re various classes and balloting information; review and prepare updated reports; follow-up re same	SMC	Solicitation	1.60
10/10/2013	PJM	Review ballots input into KCC CaseView; administrative quality control review of ballots re same	SMC	Solicitation	0.60
Total for 10/10/2013					7.80
10/11/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.40
10/11/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.40
10/11/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.80
10/11/2013	DHA	Coordinate with D Harris of MoFo and S Deandrade of Scotia re mailing received by Scotia, review record date positions in all eligible CUSIPs	SMC	Solicitation	0.80
10/11/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.60
10/11/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
10/11/2013	MFH	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
10/11/2013	PJM	Correspondence re upcoming voting deadline and timing for final voting report; review ballot data and precedent; follow-up re same	SMC	Solicitation	1.30
10/11/2013	PJM	Prepare for and attend conference call re updates to voting data; review ballot data and prepare additional ballots for service; follow-up re same	SMC	Solicitation	0.60
Total for 10/11/2013					5.20
10/13/2013	PJM	Review ballots input into KCC CaseView; prepare voting report of unsecured classes; prepare analysis of voting detail; follow-up re same	SMC	Solicitation	1.60
Total for 10/13/2013					1.60
10/14/2013	LES	Review and obtain corrected ballots for Hewlett-Packard per D. Harris	SC	Solicitation	0.30
10/14/2013	LES	Review and remove ballot history for Claim No. 3966 per Settlement with the Rothstein plaintiffs (Claim No. 3966 and 4074)	SC	Solicitation	0.30
10/14/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.40
10/14/2013	LES	Prepare and submit updated ballot tabulation report to D. Harris and M. Talarico	SC	Solicitation	0.50
10/14/2013	PJM	Review and prepare updates to ballot report; review ballots input into KCC CaseView; follow-up re same	SMC	Solicitation	1.80
10/14/2013	JEF	Process and organize incoming ballots re voting event	CON	Solicitation	0.30
Total for 10/14/2013					3.60
10/15/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
10/15/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.70
10/15/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.30
10/15/2013	RIB	Input received ballots into KCC CaseView	CON	Document Processing	0.50
10/15/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.80
10/15/2013	DHA	Prepare tabulation files for Class RS-3	SMC	Solicitation	1.40
10/15/2013	KOT	Recap - Ballot detail with questions per incident #26771 as requested by PJM	TPC	Case Administration / Maintenance	0.20
10/15/2013	KOT	ResCap - Ballot Detail Report per incident #26778 as requested by LES	TPC	Case Administration / Maintenance	0.70
10/15/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.60
10/15/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.40

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/15/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.10
10/15/2013	LES	Prepare and submit detailed ballot report to D. Harris, with PDF links of all ballots filed	SC	Solicitation	0.60
10/15/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.80
10/15/2013	LES	Review and submit RMBS ballots for HSBC Bank USA, N.A., as Trustee to J. Kibler per request of D. Harris	SC	Solicitation	0.30
10/15/2013	LES	Prepare and submit updated ballot tabulation report to D. Harris and M. Talarico	SC	Solicitation	0.70
10/15/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.10
10/15/2013	PJM	Review and prepare updates to ballot report; review ballots input into KCC CaseView; follow-up re same	SMC	Solicitation	1.60
10/15/2013	PJM	Correspondence re updates to ballot data for private securities parties; review and prepare updates to master tracking file re same	SMC	Solicitation	0.60
10/15/2013	JEF	Process and organize incoming ballots re voting event	CON	Solicitation	0.40
Total for 10/15/2013					12.30
10/16/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
10/16/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	1.00
10/16/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.30
10/16/2013	JFM	Ballot pick up from Post Office	SC	Document Processing	0.50
10/16/2013	JFM	Process and prepare ballots received for scanning into KCC CaseView	SC	Document Processing	0.40
10/16/2013	ALC	Ballot pick up from Post Office	CL	Document Processing	0.50
10/16/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/16/2013	CDC	Prepare service lists and generate mailing for newly generated ballots re previous ETS Employees including preparing, printing, copying, inserting, affixing postage, labeling, sealing and mailing envelopes	CON	Solicitation	1.10
10/16/2013	CDC	Prepare Ballot Report and Ballot Details Report for dissemination	CON	Solicitation	1.40
10/16/2013	DHA	Review and process master ballots received from nominees of Senior and Junior Notes, review POC for claim amount of senior notes	SMC	Solicitation	1.40
10/16/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.10
10/16/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
10/16/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	1.20
10/16/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.20
10/16/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.50
10/16/2013	LES	Assist with and review detailed ballot report to D. Harris, with PDF links of all ballots filed	SC	Solicitation	0.70
10/16/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.40
10/16/2013	PJM	Review and prepare updates to ballot report; review ballots input into KCC CaseView; follow-up re same	SMC	Solicitation	1.30
10/16/2013	PJM	Prepare for and attend conference call re Private Securities Claimants; review ballot materials and proposed updates to ballot tabulation per plan settlement; prepare report and follow-up re same	SMC	Solicitation	1.60
10/16/2013	PJM	Administrative quality control review of ballots received to date; prepare comments and updates re same	SMC	Solicitation	1.30
10/16/2013	JEF	Process and organize incoming ballots re voting event	CON	Solicitation	0.90
10/16/2013	JEF	Retrieve incoming ballots from post office box re voting event	CON	Solicitation	0.40

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10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 10/16/2013					16.40
10/17/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
10/17/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.60
10/17/2013	JFM	Input received ballots into KCC CaseView	SC	Document Processing	1.20
10/17/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	2.30
10/17/2013	ALC	Scan received ballots into KCC CaseView	CL	Document Processing	0.80
10/17/2013	ALC	Ballot pick up from Post Office	CL	Document Processing	0.50
10/17/2013	CDC	Prepare Ballot Report and Ballot Details Report for dissemination	CON	Solicitation	1.50
10/17/2013	DHA	Prepare spreadsheet of factors to convert PA to claim amount for notes voting and provide same to D Harris of MoFo for review	SMC	Solicitation	0.90
10/17/2013	DHA	Revise tabulation files to include claim factor, review and process for tabulation ballots received	SMC	Solicitation	1.40
10/17/2013	DHA	Prepare junior notes tabulation files	SMC	Solicitation	1.70
10/17/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	1.10
10/17/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.60
10/17/2013	RMA	Retrieve ballots from Post Office	CL	Undeliverable Mail Processing	0.70
10/17/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.50
10/17/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	1.20
10/17/2013	LES	Customize and submit the RMBS for The Bank of New York Mellon & The Bank of New York Mellon Trust Company, N.A. per N. Balluku re updated signature pages	SC	Solicitation	1.60
10/17/2013	LES	Email correspondence with J. Cho re RMBS ballots for HSBC Bank USA, N.A., as Trustee	SC	Communications / Call Center	0.20
10/17/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	1.00
10/17/2013	LES	Assist with and review detailed ballot report to D. Harris, with PDF links of all ballots filed	SC	Solicitation	0.40
10/17/2013	LES	Prepare draft Voting Certification in anticipation of voting deadline	SC	Solicitation	1.00
10/17/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.20
10/17/2013	PJM	Review and prepare updates to ballot report; review ballots input into KCC CaseView; follow-up re same	SMC	Solicitation	1.80
10/17/2013	PJM	Review ballots input into KCC CaseView; review duplicate ballots and process most recently received ballot	SMC	Solicitation	0.50
10/17/2013	PJM	Prepare updates to RMBS ballots for BoNY; correspondence re additional changes and submission of final versions; follow-up re same	SMC	Solicitation	0.60
10/17/2013	PJM	Prepare report of all Private Securities claims and ballots; review balloting procedures and categorize ballots/claims per plan settlement group; prepare correspondence re treatment	SMC	Claims Analysis	1.30
10/17/2013	JEF	Prepare and submit messenger request for broadridge ballot pickup re voting event	CON	Solicitation	0.30
10/17/2013	JEF	Process and organize incoming voting ballots re voting event	CON	Solicitation	0.80
10/17/2013	JEF	Retrieve incoming ballots from post office box re voting event	CON	Solicitation	0.40
Total for 10/17/2013					26.10
10/18/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
10/18/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	1.10

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10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/18/2013	SMI	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.80
10/18/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	1.30
10/18/2013	RIB	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.10
10/18/2013	JFM	Input received ballots into KCC CaseView	SC	Document Processing	1.20
10/18/2013	JFM	Input received ballots into KCC CaseView	SC	Document Processing	0.60
10/18/2013	CDC	Review ballots input into KCC CaseView	CON	Solicitation	0.90
10/18/2013	CDC	Prepare Ballot Report for dissemination	CON	Solicitation	0.60
10/18/2013	DHA	Review and process all senior and junior note ballots received	SMC	Solicitation	2.40
10/18/2013	JCW	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	1.80
10/18/2013	JEC	Review Ballots Input into KCC Case View	CON	Solicitation	2.00
10/18/2013	KOT	ResCap - Ballot Detail per incident #26786 as requested by LES	TPC	Case Administration / Maintenance	0.30
10/18/2013	KWA	Review ballots input into KCC CaseView	CON	Solicitation	0.80
10/18/2013	MLC	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	2.40
10/18/2013	MLC	Input received ballots into KCC CaseView	PS	Document Processing	0.90
10/18/2013	SRB	Attention to administrative review of ballots input into KCC CaseView	SMC	Solicitation	0.40
10/18/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.40
10/18/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.70
10/18/2013	DRO	Review ballots input into KCC CaseView	CON	Solicitation	2.50
10/18/2013	WKH	Administrative quality control review of ballots	CON	Solicitation	2.20
10/18/2013	JMG	Review ballots input into KCC CaseView	CON	Solicitation	2.10
10/18/2013	LES	Coordinate detail ballot report per S. Zide request	SC	Solicitation	0.30
10/18/2013	LES	Office conference with KCC team re Administrative Review of Ballots in anticipation of Voting Deadline	SC	Case Administration / Maintenance	0.30
10/18/2013	LES	Coordinate Administrative Review of all Ballots in anticipation of Voting Deadline	SC	Solicitation	0.50
10/18/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	1.00
10/18/2013	LES	Review and import Bank of New York Mellon ballots re General Unsecured Classes	SC	Solicitation	1.10
10/18/2013	LES	Coordinate with development team re Voting Class, Amounts, Vote Number, and Vote Change	SC	Solicitation	1.40
10/18/2013	LES	Assist with and review detailed ballot report to D. Harris, with PDF links of all ballots filed	SC	Solicitation	0.40
10/18/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	2.30
10/18/2013	MFM	Scan received ballots into KCC CaseView	CON	Document Processing	2.40
10/18/2013	PJM	Correspondence re current results of Senior and Junior Notes; prepare comments and follow-up re same	SMC	Solicitation	0.30
10/18/2013	PJM	Review and prepare updates to ballot report; review ballots input into KCC CaseView; follow-up re same	SMC	Solicitation	1.20
10/18/2013	PJM	Correspondence re ballots received at EPRE and Homecoming; review ballot detail and prepare report of ballots in these classes; follow-up re same	SMC	Solicitation	0.50
10/18/2013	PJM	Prepare updates to RMBS master ballot file; review correspondence with committee and debtors counsel; follow-up and prepare data for import re same	SMC	Solicitation	1.10
10/18/2013	JEF	Process and organize incoming ballots re voting event	CON	Solicitation	1.00
10/18/2013	JEF	Retrieve incoming ballots from post office box re voting event	CON	Solicitation	0.40

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10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/18/2013	VRQ	Coordinate administrative review of ballots	SC	Solicitation	0.20
Total for 10/18/2013					40.90
10/19/2013	LES	Review RS-4 Ballot per J. Rosenthal re Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas Ballots	SC	Solicitation	0.30
10/19/2013	PJM	Prepare updates to master ballot tracking and omnibus objection data file; prepare data for import into KCC CaseView to update ballot data per omnibus objections and status of claims post response deadline; follow-up re same	SMC	Solicitation	2.40
Total for 10/19/2013					2.70
10/20/2013	PJM	Review list of Private Securities Claims and support for plan settlement updates from Quinn Emmanuel; prepare report and correspondence re updates to ballot data	SMC	Solicitation	0.80
10/20/2013	PJM	Administrative quality control review of ballots; prepare updates to master tracking file re omnibus objections and updates from 10/17 to 10/18 report; prepare follow-up correspondence with Ally and counsel re same	SMC	Solicitation	1.80
Total for 10/20/2013					2.60
10/21/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	7.50
10/21/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	2.30
10/21/2013	ROS	Scan received ballots into KCC CaseView	CL	Document Processing	1.50
10/21/2013	TLJ	Scan received ballots into KCC CaseView	CL	Document Processing	1.40
10/21/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	7.10
10/21/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	4.40
10/21/2013	ALC	Scan received ballots into KCC CaseView	CL	Document Processing	6.20
10/21/2013	ASA	Review ballots input into KCC CaseView	CON	Solicitation	2.00
10/21/2013	CDC	Review ballots input into KCC CaseView	CON	Solicitation	3.20
10/21/2013	CDC	Generate ballots for electronically received ballots	CON	Solicitation	0.40
10/21/2013	CDC	Prepare and review RMBS ballots for processing and input	CON	Solicitation	2.80
10/21/2013	CDC	Calculate and review total voting amounts re RMBS Ballots	CON	Solicitation	2.10
10/21/2013	DHA	Review and process master ballots received from senior and junior notes, oversee tabulation with the group, coordinate with agents on receipt of master ballots	SMC	Solicitation	7.10
10/21/2013	DHA	Prepare summary voting reports for senior and junior notes voting and provide same to group for sharing with counsel	SMC	Solicitation	1.10
10/21/2013	JCW	Review ballots input into KCC CaseView	CON	Solicitation	1.70
10/21/2013	KOT	ResCap - Ally Ballots - Unacceptable per incident #26800 as requested by LES	TPC	Case Administration / Maintenance	0.40
10/21/2013	KOT	ResCap - Assistance with Generating Ballots (BoNY Ballots) per incident #26795 as requested by LES	TPC	Case Administration / Maintenance	0.80
10/21/2013	KOT	Generate Ballot Detail report as requested by LES	TPC	Case Administration / Maintenance	0.70
10/21/2013	KOT	ResCap - New Ally Ballots per incident #26803 as requested by LES	TPC	Case Administration / Maintenance	1.20
10/21/2013	KWA	Review ballots input into KCC CaseView	CON	Solicitation	2.70
10/21/2013	MLC	Input received ballots into KCC CaseView	PS	Document Processing	4.20
10/21/2013	MLC	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	6.50

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Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/21/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	7.10
10/21/2013	REB	Scan received ballots into KCC CaseView	CL	Document Processing	5.30
10/21/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.60
10/21/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	1.00
10/21/2013	RMA	Retrieve ballots from Post Office	CL	Undeliverable Mail Processing	0.60
10/21/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	1.00
10/21/2013	PWA	Enter Class R-4 nominee votes into tabulation file	SMC	Solicitation	0.60
10/21/2013	JMG	Review ballots input into KCC CaseView	CON	Solicitation	2.00
10/21/2013	AND	Review ballots input into KCC CaseView	CON	Solicitation	0.50
10/21/2013	LES	Quality check of project re Administrative Review of all Ballots in anticipation of Voting Deadline and update KCC CaseView accordingly	SC	Solicitation	1.80
10/21/2013	LES	Assist with ballot generation for Bank of New York Mellon ballots re General Unsecured Classes	SC	Solicitation	0.50
10/21/2013	LES	Office conference with KCC team re additional ballots for Ally	SC	Case Administration / Maintenance	0.20
10/21/2013	LES	Confirm receipt of RMBS ballots from HSBC, The Bank of New York Mellon & The Bank of New York Mellon Trust Company, N.A., Deutsche Bank National Trust Company, and Wells Fargo Bank, N.A. and Law Debenture Trust Company of New York Ballots	SC	Solicitation	0.60
10/21/2013	LES	Coordinate with Operations department re RMBS ballots from HSBC, The Bank of New York Mellon & The Bank of New York Mellon Trust Company, N.A., Deutsche Bank National Trust Company, and Wells Fargo Bank, N.A. and Law Debenture Trust Company of New York Ballots	SC	Case Administration / Maintenance	0.80
10/21/2013	LES	Coordinate with Development and review system update for all Ally Financial, BMMZ Holdings LLC, and Motors Insurance Corporation re Unacceptable Ballots - Inside Claims	SC	Case Administration / Maintenance	0.70
10/21/2013	LES	Coordinate with Development and review system update for all Ally Financial, BMMZ Holdings LLC, and Motors Insurance Corporation re Unacceptable Ballots - Inside Claims	SC	Solicitation	1.00
10/21/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.90
10/21/2013	LES	Coordinate and assist with processing, and tabulating all RMBS ballots received from HSBC, The Bank of New York Mellon & The Bank of New York Mellon Trust Company, N.A., Deutsche Bank National Trust Company, and Wells Fargo Bank, N.A. and Law Debenture Trust Company of New York Ballots with Operations Department	SC	Solicitation	7.70
10/21/2013	LES	Coordinate and assist with processing, and tabulating all Ally Financial Ballots with Operations Department	SC	Solicitation	0.40
10/21/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	7.00
10/21/2013	MFM	Scan received ballots into KCC CaseView	CON	Document Processing	0.90
10/21/2013	MFM	Input received ballots into KCC CaseView	CON	Document Processing	0.40
10/21/2013	PJM	Review list of Private Securities Claims and support for plan settlement updates from Quinn Emmanuel; prepare report and correspondence re updates to ballot data	SMC	Solicitation	1.30
10/21/2013	PJM	Review ballot data; prepare report of insider claims and ballots; prepare updates to voting data re unacceptable insider claims	SMC	Solicitation	1.30
10/21/2013	PJM	Correspondence re RMBS ballots; review received RMBS ballots; prepare updates to master RMBS tracking sheet; review and duplicate all RMBS ballots as directed per ballot procedures; calculate RMBS trust votes re same	SMC	Solicitation	3.80

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10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/21/2013	PJM	Generate Ally Revolving Credit Facility Claims ballots; review received ballots and update voting report; follow-up re same	SMC	Solicitation	1.50
10/21/2013	PJM	Prepare for and attend conference call re balloting results and updates; review report for specific settlement parties; follow-up re same	SMC	Solicitation	0.60
10/21/2013	PJM	Prepare draft voting report as of voting deadline; review and prepare updates to ballots per correspondence with counsel; prepare estimated summary results per RMBS and PSA ballots; follow-up re same	SMC	Solicitation	2.40
10/21/2013	JEF	Scan, coordinate and archive incoming ballots re voting event	CON	Solicitation	3.60
10/21/2013	JEF	Process and organize incoming ballots re voting event	CON	Solicitation	1.00
10/21/2013	JEF	Tabulate votes from master ballots re voting event	CON	Solicitation	0.50
10/21/2013	JEF	Create and coordinate balloting folders re voting event	CON	Solicitation	0.40
10/21/2013	JEF	Retrieve incoming ballots from post office box re voting event	CON	Solicitation	0.40
10/21/2013	GAR	Open mail and Date Stamp Ballots received	SC	Solicitation	0.80
10/21/2013	GAR	Ballot Tabulation	SC	Solicitation	1.50
10/21/2013	VRQ	Coordinate administrative review of ballots	SC	Solicitation	0.30
Total for 10/21/2013					128.30
10/22/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.00
10/22/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	1.00
10/22/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	1.70
10/22/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.50
10/22/2013	DHA	Audit of voting received from senior and junior notes, coordinate audit by the team re same	SMC	Solicitation	5.20
10/22/2013	DHA	Prepare final summary tabulation reports	SMC	Solicitation	1.30
10/22/2013	JCW	Administrative quality control review of ballots input into KCC CaseView	CON	Solicitation	1.30
10/22/2013	KOT	ResCap - Voting Amount Updates for PSA Ballots per incident #26811 as requested by LES	TPC	Case Administration / Maintenance	0.40
10/22/2013	KOT	ResCap - Ballot Detail for Late Filed Ballots per incident #26810 as requested by LES	TPC	Case Administration / Maintenance	0.20
10/22/2013	KOT	ResCap - Update Voting Amounts for RMBS Ballots per incident #26806 as requested by LES	TPC	Case Administration / Maintenance	0.60
10/22/2013	MLC	Input received ballots into KCC CaseView	PS	Document Processing	0.40
10/22/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	1.10
10/22/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	1.70
10/22/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.20
10/22/2013	PWA	Research receipt of European nominee master ballots and enter voting of same into tabulation file	SMC	Solicitation	0.30
10/22/2013	PWA	Audit Class R-4 vote tabulation	SMC	Solicitation	0.70
10/22/2013	PWA	Prepare Class R-3 and Class RS-3 vote exhibits re solicitation	SMC	Solicitation	1.70
10/22/2013	JMG	Review ballots input into KCC CaseView	CON	Solicitation	0.20
10/22/2013	AND	Review ballots input into KCC CaseView	CON	Solicitation	1.80
10/22/2013	LES	Create and review detailed ballot report to D. Harris, with PDF links of all ballots filed	SC	Solicitation	1.20
10/22/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	1.50
10/22/2013	LES	Coordinate with development re updated voting amounts for all RMBS ballots	SC	Solicitation	0.60

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Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/22/2013	LES	Quality check of project re Administrative Review of all Ballots in anticipation of Voting Deadline and update KCC CaseView accordingly	SC	Solicitation	0.70
10/22/2013	LES	Review Rowena Class Representatives and prepare ballot import service list re new ballots per J. Shifer	SC	Solicitation	0.70
10/22/2013	LES	Create and review detailed ballot report re Late Filed Ballots and submit to D. Harris, with PDF links	SC	Solicitation	1.00
10/22/2013	LES	Coordinate with development re updated voting amounts for all PSA ballots and review final amounts	SC	Solicitation	0.40
10/22/2013	LES	Coordinate with development re RMBS ballots for amount and numerosity per D. Harris	SC	Solicitation	2.00
10/22/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.90
10/22/2013	MFM	Input received ballots into KCC CaseView	CON	Document Processing	0.30
10/22/2013	PJM	Correspondence with Ally counsel, committee counsel and debtors counsel re requests for ballot detail reports for various classes; review and prepare various reports and detail; follow-up re same	SMC	Solicitation	0.80
10/22/2013	PJM	Review summary reports for Senior and Junior Notes; prepare updates to voting summary and follow-up re same	SMC	Solicitation	1.20
10/22/2013	PJM	Prepare updates to draft voting report as of voting deadline; review and prepare updates to ballots per correspondence with counsel; prepare summary estimations per RMBS and PSA ballots; follow-up re same	SMC	Solicitation	2.70
10/22/2013	PJM	Correspondence re ballots received after voting deadline; review materials and procedures; follow-up re same	SMC	Solicitation	0.60
10/22/2013	PJM	Attention to voting deadline; review ballots input into KCC CaseView; review creditor correspondence and prepare follow-up correspondence re same; prepare sample voting reports and follow-up re same	SMC	Solicitation	3.20
10/22/2013	PJM	Prepare for and attend conference call re voting results and ballot detail; prepare follow-up correspondence and updates to data re same	SMC	Solicitation	1.60
10/22/2013	PJM	Prepare updates to master voting summary report per stipulation fi Junior Noteholders; review materials and ballot procedures re same	SMC	Solicitation	0.40
10/22/2013	JEF	Review and audit voting tabulation reports re voting event	CON	Solicitation	0.90
10/22/2013	JEF	Prepare and format detailed voting exhibits re voting event	CON	Solicitation	2.30
10/22/2013	JEF	Retrieve incoming ballots from post office box re voting event	CON	Solicitation	0.40
10/22/2013	GAR	Audit Ballot Tabulation	SC	Solicitation	4.40
Total for 10/22/2013					50.10
10/23/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.50
10/23/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.30
10/23/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
10/23/2013	CDC	Review ballots input into KCC CaseView	CON	Solicitation	0.50
10/23/2013	DHA	Reconcile voting received from Euroclear against position confirmations received, coordinate with Arlind of Euroclear re same	SMC	Solicitation	1.30
10/23/2013	DHA	Audit of voting received from senior and junior notes, coordinate audit by the team re same	SMC	Solicitation	1.30
10/23/2013	KOT	ResCap - Update Voting Amounts for RMBS Ballots per incident #26806 as requested by LES	TPC	Case Administration / Maintenance	0.60
10/23/2013	KWA	Review ballots input into KCC CaseView	CON	Solicitation	1.10
10/23/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.20
10/23/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
10/23/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.30

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/23/2013	LES	Coordinate ballot review of late filed ballots, allowed to vote per J. Shifer	SC	Case Administration / Maintenance	0.40
10/23/2013	LES	Admin review Late Filed Ballots re allowed to vote per J. Shifer	SC	Solicitation	0.80
10/23/2013	LES	Administrative Review all RMBS ballots for amount and numerosity per D. Harris	SC	Solicitation	0.50
10/23/2013	PJM	Correspondence with FTI re updates to ballot data pursuant to claims analysis; review claims and objection status; prepare follow-up correspondence re same	SMC	Claims Analysis	0.40
10/23/2013	PJM	Correspondence with Ally counsel, committee counsel and debtors counsel re requests for ballot detail reports for various classes; review and prepare various reports and detail; follow-up re same	SMC	Solicitation	1.00
10/23/2013	PJM	Correspondence re ballots received after voting deadline; review materials and procedures; review ballots and prepare updates to reports re same	SMC	Solicitation	0.70
10/23/2013	JEF	Prepare and format detailed voting exhibits re voting event	CON	Solicitation	2.40
10/23/2013	GAR	Prepare Voting Certification Exhibits	SC	Solicitation	2.80
Total for 10/23/2013					15.70
10/24/2013	TLJ	File ballots to maintain integrity of original document tracking system	CL	Document Processing	2.20
10/24/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
10/24/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/24/2013	PMH	Input received ballots into KCC CaseView	CL	Document Processing	0.10
10/24/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/24/2013	SEP	Review duplicate ballots to ensure accuracy of KCC CaseView	CL	Document Processing	0.20
10/24/2013	PWA	Revise all vote exhibits re solicitation	SMC	Solicitation	0.20
10/24/2013	PJM	Prepare for and attend conference call re updates to voting data and RMBS claims/ballots	SMC	Solicitation	0.60
10/24/2013	PJM	Correspondence re ballots received after voting deadline; review materials and procedures; review ballots and prepare updates to reports re same	SMC	Solicitation	0.30
10/24/2013	PJM	Prepare updates to RMBS ballot detail in KCC CaseView per voting procedures and votes for each trust; prepare master report and tracking sheet for additional updates on voting counts and unacceptable votes per claims analysis	SMC	Solicitation	1.80
Total for 10/24/2013					5.90
10/25/2013	SMI	File ballots to maintain integrity of original document tracking system	CL	Document Processing	3.30
10/25/2013	CDC	Prepare ballot full summary and ballot details report	CON	Solicitation	1.10
10/25/2013	KOT	Generate Ballot Detail report as requested by CDU	TPC	Case Administration / Maintenance	0.20
10/25/2013	KOT	ResCap - Ballot Updates per incident #26824 as requested by LES	TPC	Case Administration / Maintenance	1.30
10/25/2013	LES	Coordinate with development team re RMBS Ballot updates per D. Harris	SC	Solicitation	0.70
10/25/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.30
10/25/2013	PJM	Review late ballots input into KCC CaseView; prepare updated voting report re same	SMC	Solicitation	0.70
10/25/2013	PJM	Review draft voting certification; prepare updates per recent review of ballot data and correspondence with counsel; follow-up re same	SMC	Solicitation	0.70
10/25/2013	PJM	Prepare updated voting report to include changes to RMBS results per plan settlement and claims analysis, and recently received ballots	SMC	Solicitation	0.80

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 10/25/2013					9.10
10/28/2013	SMI	File ballots to maintain integrity of original document tracking system	CL	Document Processing	2.80
10/28/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.30
10/28/2013	ALC	Scan received ballots into KCC CaseView	CL	Document Processing	0.20
10/28/2013	DHA	Review and revise detail ballot exhibit reports, correct to reduce each for rounding, prepare new reports for each voting security	SMC	Solicitation	4.20
10/28/2013	MLC	Input received ballots into KCC CaseView	PS	Document Processing	0.20
10/28/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
10/28/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	0.10
10/28/2013	JEF	Prepare and format exhibit of ballots not counted re voting event	CON	Solicitation	0.60
Total for 10/28/2013					8.50
10/29/2013	SMI	File ballots to maintain integrity of original document tracking system	CL	Document Processing	4.10
10/29/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.30
10/29/2013	DHA	Review and finalize ballot detail exhibits for Classes R-3, R-4, GS-3 and RS-3, provide final tabulation to group and review same	SMC	Solicitation	1.90
10/29/2013	KOT	Generate Ballot Detail report as requested by LES	TPC	Case Administration / Maintenance	0.20
10/29/2013	REB	Scan received ballots into KCC CaseView	CL	Document Processing	0.30
10/29/2013	AMP	File ballots to maintain integrity of original document tracking system	PS	Document Processing	0.40
10/29/2013	FJT	Review case filed duplicate claims and ballots to ensure accuracy of KCC CaseView	CL	Document Processing	1.10
10/29/2013	LES	Prepare and submit updated ballot detail report with PDF links to all filed ballots including late filed ballots	SC	Solicitation	0.60
10/29/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.40
10/29/2013	LES	Prepare and review Exhibits for Voting Certification re Junior Secured Notes, Unsecured, General Unsecured Convenience, FHFA, NJ Carpenters, Private Securities, Borrower and Revolving Credit Facility Voting Classes as Exhibits A-1, A-2, A-3, A-4, A-5, A-6, A-7 and A-8; and Unacceptable Ballots as Exhibit B	SC	Solicitation	3.60
10/29/2013	PJM	Administrative quality control review of ballots; prepare updated master ballot and summary report; review email correspondence from Ally counsel and debtors counsel; follow-up re same	SMC	Solicitation	2.20
10/29/2013	PJM	Prepare updated voting certification draft; correspondence with debtors counsel re updated information; follow-up re same	SMC	Solicitation	0.80
Total for 10/29/2013					15.90
10/30/2013	SMI	Ballot pick up from Post Office	CL	Document Processing	0.50
10/30/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
10/30/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10
10/30/2013	ALC	Ballot pick up from Post Office	CL	Document Processing	0.50
10/30/2013	SEP	Review duplicate ballots to ensure accuracy of KCC CaseView	CL	Document Processing	0.30
10/30/2013	AMP	File ballots documents to maintain integrity of original document tracking system	PS	Document Processing	1.00
10/30/2013	AMP	Review case filed duplicate ballots to ensure accuracy of KCC CaseView	PS	Document Processing	0.10

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
10/30/2013	LES	Prepare and review Exhibits for Voting Certification re Junior Secured Notes, Unsecured, General Unsecured Convenience, FHFA, NJ Carpenters, Private Securities, Borrower and Revolving Credit Facility Voting Classes as Exhibits A-1, A-2, A-3, A-4, A-5, A-6, A-7 and A-8; and Unacceptable Ballots as Exhibit B	SC	Solicitation	0.40
10/30/2013	PJM	Review voting certification draft and draft exhibits; correspondence with debtors counsel re updated information; follow-up re same	SMC	Solicitation	1.20
Total for 10/30/2013					4.20
10/31/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
10/31/2013	ALC	Ballot pick up from Post Office	CL	Document Processing	0.50
10/31/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/31/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
10/31/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.10
10/31/2013	LES	Coordinate with Variable Data Department re possible generation of ballots and cover sheets for PBGC per D. Harris	SC	Claims Analysis	1.00
10/31/2013	PJM	Correspondence re ballots received after voting deadline; review materials and procedures; follow-up re same	SMC	Solicitation	0.60
10/31/2013	PJM	Prepare updates to voting report and claims per administrative quality control review; prepare PBGC ballots per request of counsel; review ballot details and follow-up re same	SMC	Solicitation	1.20
10/31/2013	PJM	Prepare updates to draft voting tabulation results and summary per review of voting certification; follow-up re same	SMC	Solicitation	1.30
Total for 10/31/2013					5.20
Total Hours					414.20

Kurtzman Carson Consultants LLC

10/01/2013 - 10/31/2013

Expenses

Description

Units

Rate

Amount

Total Expenses



December 31, 2013

Residential Capital, LLC
Tammy Hamzehpour, Esq.
1100 Virginia Drive
Fort Washington, PA 19034

Re: Residential Capital, LLC
USBC Case No. 12-12020

Dear Tammy Hamzehpour, Esq.:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period November 1, 2013 to November 30, 2013 in the amount of \$23,520.00 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 776-7377 or gmullins@kcellc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "G. Mullins", with a horizontal line extending to the right.

Gerry Mullins
Chief Financial Officer

Enclosures



December 31, 2013

Copy Parties

Larren Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Jill Horner
Residential Funding Co., LLC
8400 Normandale Lake Blvd., Suite 350
Minneapolis, MN 55437

Kenneth Eckstein
Kramer Levin Naftallis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036

Tracy Hope Davis
Office of the United State Trustee
33 Whitehall St., 21 st Floor, Region 2
New York, NY 10004-2111

Kurtzman Carson Consultants LLC

Account Number	70109KCC	Invoice Date	December 31, 2013
Invoice Number	US_KCC616138	Due Date	Due upon receipt

Residential Capital, LLC

Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$23,520.00
Total of Hourly Fees	\$23,520.00
<u>Expenses</u>	
Expenses	\$0.00
Total Expenses	\$0.00
Total Invoice	\$23,520.00

Please detach and return this portion of the statement with your check to KCC.

Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70109KCC

Invoice Number US_KCC616138

Total Amount Due \$23,520.00

Amount Paid \$

Check Payments to:

Kurtzman Carson Consultants LLC

Dept CH 16639

Palatine, IL 60055-6639

Wire Payments to:

Kurtzman Carson Consultants LLC

HSBC Bank, NA

452 Fifth Avenue, New York, NY 10018

Account # 000183571

FED ABA # 021001088

ACH Routing # 022000020

Kurtzman Carson Consultants LLC

11/01/2013 - 11/30/2013

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
ALC	Alberto Chachagua	CL	0.10	\$55.00	\$5.50
AMP	Aimee Parel	PS	0.20	\$115.00	\$23.00
ASA	Alvaro Salas	CON	0.80	\$200.00	\$160.00
CDC	Clarissa Cu	CON	0.60	\$200.00	\$120.00
DHA	David Hartie	SMC	4.40	\$390.00	\$1,716.00
DSC	Darlene Calderon	CON	1.00	\$220.00	\$220.00
JEC	Jenna Convoy	CON	1.70	\$220.00	\$374.00
KOT	Kacie Tu	TPC	0.90	\$165.00	\$148.50
LES	Leticia Salas	SC	14.00	\$260.00	\$3,640.00
LKI	Lashaun Kiles	CL	0.40	\$50.00	\$20.00
MFM	Melissa Membrino	CON	2.80	\$160.00	\$448.00
MJP	Michael Paque	SMC	0.20	\$295.00	\$59.00
MLC	Mercedes Clanton	PS	2.80	\$115.00	\$322.00
PJM	Patrick Morrow	SMC	52.20	\$295.00	\$15,399.00
PWA	Peter Walsh	SMC	0.10	\$350.00	\$35.00
REB	Reyanna Burbank	CL	4.10	\$55.00	\$225.50
RMA	Raymundo Manjarrez	CL	0.50	\$60.00	\$30.00
ROS	Roxanne Sudario	CL	2.90	\$55.00	\$159.50
SEP	Stephanie Paranhos	CL	3.80	\$60.00	\$228.00
SMI	Sueae Misaalefua	CL	0.50	\$55.00	\$27.50
TLJ	Tashina Jackson	CL	2.90	\$55.00	\$159.50
Total					\$23,520.00

Kurtzman Carson Consultants LLC

11/01/2013 - 11/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
11/1/2013	LES	Review PBGC claims and update claim amounts to create General Unsecured and Admin Priority for all claims in relation for General Unsecured Ballots for Solicitation	SC	Claims Analysis	1.10
11/1/2013	LES	Coordinate and review ballot generation for new PBGC General Unsecured Claims including data merge into PBGC ballot	SC	Solicitation	0.50
11/1/2013	LES	Prepare Annex Exhibits for PBGC new ballots per D. Harris	SC	Solicitation	0.40
11/1/2013	PJM	Correspondence re service and processing of ballots and claims for PBGC; review materials, prepare updates to claims register per administrative review of claims; prepare and import ballot data re same	SMC	Claims Analysis	2.40
11/1/2013	PJM	Prepare updated master ballot report for D Horst; review materials and prepare updated data re same	SMC	Solicitation	1.20
11/1/2013	PJM	Prepare updates to voting certification; review securities precedent; review voting procedures and tabulation results; follow-up re same	SMC	Solicitation	1.40
Total for 11/1/2013					7.00
11/3/2013	PJM	Review stipulation with Alliance and RFC; review ballot and claim; follow-up correspondence re same	SMC	Claims Analysis	0.40
Total for 11/3/2013					0.40
11/4/2013	LES	Email correspondence with J. Shifer and D. Harris re acceptable late-filed ballots for State of Florida, Department of Legal Affairs, Office of the Attorney General and The Wolf Firm, a Law Corporation	SC	Communications / Call Center	0.30
11/4/2013	LES	Update ballots for State of Florida, Department of Legal Affairs, Office of the Attorney General and The Wolf Firm, a Law Corporation re acceptable late-filed ballots	SC	Solicitation	0.60
11/4/2013	LES	Review late filed ballots submitted by Johnny H. Murphy and Dean Paris per D. Harris and J. Shifer	SC	Solicitation	0.40
11/4/2013	LES	Email correspondence with J. Shifer re ballot and claim for John H. Murphy	SC	Communications / Call Center	0.20
11/4/2013	LES	Coordinate with Operations department re processing 153 PBGC ballots	SC	Case Administration / Maintenance	0.20
11/4/2013	LES	Update and review Exhibits for Voting Certification re Junior Secured Notes, Unsecured, General Unsecured Convenience, FHFA, NJ Carpenters, Private Securities, Borrower and Revolving Credit Facility Voting Classes as Exhibits A-1, A-2, A-3, A-4, A-5, A-6, A-7 and A-8; and Unacceptable Ballots as Exhibit B	SC	Solicitation	1.70
11/4/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	0.50
11/4/2013	PJM	Correspondence re late filed ballots and ballot data; review ballots and prepare updates to voting summary; follow-up re same	SMC	Solicitation	0.60
11/4/2013	PJM	Prepare updates to voting certification; review and finalize dockets associated with solicitation and tabulation; prepare comments to latest draft; follow-up re same	SMC	Solicitation	2.60
11/4/2013	PJM	Prepare exhibits to voting certification; prepare summary template and sample data for review by counsel; review and revise per follow-up correspondence	SMC	Solicitation	2.30
Total for 11/4/2013					9.40
11/5/2013	PJM	Prepare updates to voting certification exhibits; administrative quality control review of data; review and process late ballots re same	SMC	Solicitation	1.30

Kurtzman Carson Consultants LLC

11/01/2013 - 11/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
11/5/2013	PJM	Correspondence re possible settlement agreements with various claimants and voting parties; prepare updates to voting data and sample reports; follow-up re same	SMC	Solicitation	0.70
11/5/2013	PJM	Correspondence re voting population; prepare report of unique parties and voting status; follow-up correspondence re same	SMC	Solicitation	1.80
11/5/2013	PJM	Correspondence re most recent draft of voting certification and email with committee counsel; review updates and follow-up re same	SMC	Solicitation	0.60
Total for 11/5/2013					4.40
11/6/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
11/6/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	0.20
11/6/2013	SMI	Retrieve ballots from Post Office	CL	Undeliverable Mail Processing	0.50
11/6/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
11/6/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10
11/6/2013	RMA	Retrieve ballots from Post Office	CL	Undeliverable Mail Processing	0.50
11/6/2013	AMP	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	0.10
11/6/2013	LES	Coordinate team with Operations department re late filed PBGC ballots to be processed	SC	Case Administration / Maintenance	0.20
11/6/2013	MFM	Facilitate ballot processing, scan and input into KCC CaseView	CON	Document Processing	0.50
11/6/2013	PJM	Follow-up correspondence re voting report and unique parties; prepare updated analysis and list of unique voting parties	SMC	Solicitation	1.20
Total for 11/6/2013					3.60
11/7/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.90
11/7/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	0.70
11/7/2013	ROS	Scan received ballots into KCC CaseView	CL	Document Processing	0.50
11/7/2013	TLJ	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	1.20
11/7/2013	TLJ	Scan received ballots into KCC CaseView	CL	Document Processing	1.10
11/7/2013	ASA	Review ballots of transfer input into KCC CaseView	CON	Solicitation	0.80
11/7/2013	DHA	Coordinate with team re inquiry for vote certification and total number of packages sent and accounts voting	SMC	Case Administration / Maintenance	0.30
11/7/2013	DSC	Review ballots input into KCC CaseView	CON	Document Processing	1.00
11/7/2013	JEC	Review Ballots Input into KCC Case View	CON	Solicitation	1.70
11/7/2013	MJP	Review ballots received and oversee correspondence with counsel re same	SMC	Solicitation	0.20
11/7/2013	MLC	Process and prepare ballots received for scanning into KCC CaseView	PS	Document Processing	2.30
11/7/2013	MLC	Input received ballots into KCC CaseView	PS	Document Processing	0.50
11/7/2013	REB	Scan received ballots into KCC CaseView	CL	Document Processing	1.50
11/7/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.50
11/7/2013	LES	Research and account class changes vs unacceptable re Omnibus Claim Objections per J. Shifer	SC	Solicitation	0.30
11/7/2013	LES	Coordinate processing of PBGC ballots to be scanned, input and reviewed; including reviewing documents for quality assurance	SC	Solicitation	2.60
11/7/2013	LES	Review ballots input into KCC CaseView	SC	Document Processing	1.30
11/7/2013	MFM	Process and prepare ballots received for scanning into KCC CaseView	CON	Document Processing	1.60

Kurtzman Carson Consultants LLC

11/01/2013 - 11/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
11/7/2013	MFM	Input received ballots into KCC CaseView	CON	Document Processing	0.70
11/7/2013	PJM	Correspondence with MoFo re requirements for voting certification; review requirements, precedent and prepare list of affected parties/ballots; follow-up re same	SMC	Solicitation	1.50
11/7/2013	PJM	Prepare updated master ballot report for D Harris; prepare analysis of duplicative voting parties; review and revise claimant names and addresses for consistency; prepare correspondence re same	SMC	Solicitation	1.60
11/7/2013	PJM	Review PBGC ballots and prepare updates to voting reports; follow-up re same	SMC	Solicitation	1.70
11/7/2013	PJM	Correspondence with committee counsel re voting results and various reports of results; review data and follow-up re same	SMC	Solicitation	1.40
Total for 11/7/2013					25.90
11/8/2013	REB	File ballots to maintain integrity of original document tracking system	CL	Document Processing	2.60
11/8/2013	SEP	File ballots to maintain integrity of original document tracking system	CL	Document Processing	1.50
11/8/2013	LES	Email correspondence with J. Shifer re late filed ballot, Class R-5 Borrower Claim for William R Millard and Jamie M Millard	SC	Communications / Call Center	0.30
Total for 11/8/2013					4.40
11/9/2013	PJM	Prepare updated tabulation report and draft exhibits for voting certification; review materials and follow-up re same	SMC	Solicitation	1.80
Total for 11/9/2013					1.80
11/10/2013	LES	Review Confirmation Order draft and update with Docket Numbers for KCC Affidavits of Service and/or Docket Numbers for documents served per request of R. Ringer of Kramer Levin	SC	Solicitation	1.40
11/10/2013	PJM	Correspondence with MoFo re updated voting results; prepare updated exhibits and voting results for voting certification; review and provide comments to draft certification language; follow-up re same	SMC	Solicitation	3.20
Total for 11/10/2013					4.60
11/11/2013	CDC	Update KCC CaseView with additional voting classes	CON	Solicitation	0.60
11/11/2013	LES	Review voting classes and quality check for missing classes; coordinate update in KCC CaseView re same	SC	Solicitation	0.90
11/11/2013	PJM	Review data and prepare updated exhibits for voting certification; prepare updates including footnote annotations for various parties, updates to claims data and formatting; follow-up re same	SMC	Solicitation	3.20
11/11/2013	PJM	Review and finalize voting results; quality control review of voting data; prepare comments re results	SMC	Solicitation	2.40
11/11/2013	PJM	Review and finalize voting certification; review docket for various affidavits of service related to solicitation; prepare comments re certification language follow-up re same	SMC	Solicitation	1.80
11/11/2013	PJM	Prepare for and attend conference call re voting results and count of unique votes and status; review ballot detail report and prepare comments re same	SMC	Solicitation	1.60
Total for 11/11/2013					10.50
11/12/2013	SEP	File ballots to maintain integrity of original document tracking system	CL	Document Processing	1.10

Kurtzman Carson Consultants LLC

11/01/2013 - 11/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
11/12/2013	LES	Review voting classes and quality check for missing classes; coordinate update in KCC CaseView re same	SC	Solicitation	0.80
11/12/2013	LES	Review Plan Voting Certification (to active claimants/schedule and CC parties) mailing including formatting service list, reviewing document and performing quality checks	SC	Noticing	0.30
11/12/2013	PJM	Correspondence re filing of confirmation brief and required information; review reports and case filings; prepare updated numbers for unique parties; follow-up re same	SMC	Solicitation	1.40
11/12/2013	PJM	Finalize voting certification; prepare updates to exhibits and footnote language for various exhibits; prepare correspondence re final data; follow-up re same	SMC	Solicitation	2.20
Total for 11/12/2013					5.80
11/13/2013	ROS	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.20
11/13/2013	ROS	Input received ballots into KCC CaseView	CL	Document Processing	0.20
11/13/2013	TLJ	File ballots to maintain integrity of original document tracking system	CL	Document Processing	0.60
11/13/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
11/13/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10
Total for 11/13/2013					1.20
11/14/2013	PJM	Prepare updated report of various groups of voting parties; review analysis of unique parties and follow-up re same	SMC	Solicitation	0.80
Total for 11/14/2013					0.80
11/15/2013	KOT	ResCap - Solicitation - New Insider Ballots to be marked as unacceptable - Insider Claim per incident #26940 as requested by PJM	TPC	Administrative	0.90
Total for 11/15/2013					0.90
11/16/2013	PJM	Prepare materials and correspondence for upcoming confirmation hearing; review certification, voting data, and various other materials in anticipation for hearing; follow-up re same	SMC	Solicitation	1.40
Total for 11/16/2013					1.40
11/18/2013	PJM	Conference re upcoming hearing, possible questions during cross examination; review materials and follow-up re same; review tabulation and voting results for upcoming slides in confirmation hearing	SMC	Solicitation	4.20
11/18/2013	PJM	Prepare materials for confirmation hearing; review declaration, stipulations and documents related to certification; follow-up re same	SMC	Case Administration / Maintenance	1.60
Total for 11/18/2013					5.80
11/19/2013	DHA	Attend at confirmation hearing	SMC	Solicitation	4.10
11/19/2013	PJM	Prepare for and attend confirmation hearing on 11/19; attend conference during lunch break and after hearing; prepare for hearing day 2	SMC	Solicitation	1.40
Total for 11/19/2013					5.50
11/20/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
11/20/2013	ALC	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10
11/20/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10

Kurtzman Carson Consultants LLC

11/01/2013 - 11/30/2013

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
11/20/2013	AMP	Input received ballots into KCC CaseView	PS	Document Processing	0.10
11/20/2013	PJM	Prepare for and attend confirmation hearing 11/20	SMC	Solicitation	2.50
<i>Total for 11/20/2013</i>					<i>2.90</i>
11/26/2013	SEP	Review duplicate ballots to ensure accuracy of KCC CaseView	CL	Document Processing	0.20
11/26/2013	PWA	Respond to inquiry from nominee re late submission of ballot	SMC	Solicitation	0.10
<i>Total for 11/26/2013</i>					<i>0.30</i>
11/29/2013	LKI	Scan received ballots into KCC CaseView	CL	Document Processing	0.10
11/29/2013	SEP	Process and prepare ballots received for scanning into KCC CaseView	CL	Document Processing	0.10
11/29/2013	SEP	Input received ballots into KCC CaseView	CL	Document Processing	0.10
<i>Total for 11/29/2013</i>					<i>0.30</i>
<i>Total Hours</i>					<i>96.90</i>

Kurtzman Carson Consultants LLC

11/01/2013 - 11/30/2013

Expenses

Description

Units

Rate

Amount

Total Expenses